

## **SPECIAL POWER OF ATTORNEY**

The undersigned, ....., identified with ID card series..... No..... personal identification number ..... owning ..... shares issued by IAR SA, which confers me ..... votes in the General Shareholders Meeting, I hereby appoint Mr. / Ms. ...., holder of the I.C. series ..... number ....., personal identification number ....., as my representative in the IAR SA Ordinary General Meeting of Shareholders, which will take place on the 31.05.2019, time 12:00, or on the 03.06.2019 time 12:00 - date of the of the second meeting (if the first could not take place) to exercise the voting rights attached to the shares owned by me at this company for the issues included in the agenda of the meeting as follows :

**1.A.** To approve the distribution of the net profit in the amount of 31,184,158 lei, recorded by the company in 2018, as follows:

- |  |                       |
|--|-----------------------|
| - Legal reserves:                          | 1.853.531 lei         |
| - Reinvested profit in 2017:               | 2.783.969 lei         |
| - <b>Unappropriated profit:</b>            | <b>26.546.658 lei</b> |
| o Dividends:                               | 11.515.677 lei        |
| o Other reserves – self-financing sources: | 15.030.981 lei        |

The dividends are in the gross amount of 0,63 lei/share, and the distribution costs will be borne by the shareholders. Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**1.B.** To approve the distribution of the net profit in the amount of 31,184,158 lei (which doesn't include the provision for employee participation in the amount of 1,918,119 lei), recorded by the company in 2018, as follows:

- |  |                       |
|--|-----------------------|
| - Legal reserves:                          | 1.853.531 lei         |
| - Reinvested profit in 2018:               | 2.783.969 lei         |
| - <b>Unappropriated profit:</b>            | <b>26.546.658 lei</b> |
| o Dividends:                               | 25.618.299,3 lei      |
| o Other reserves – self-financing sources: | 928.358,7 lei         |

The dividends are in the gross amount of 1,4015 lei/share, and the distribution costs will be borne by the shareholders. Dividends shall be paid to shareholders registered in the register of shareholders on the 14.06.2019.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**2.** To approve the date of 05.07.2019 as the date of payment, in compliance with Law No. 24/2017.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**3.** To approve the date of 14.06.2019 as the registration date, i.e. the date for identification of the shareholders who are affected by the resolutions of the Ordinary General Meeting of Shareholders of 31.05.2019/03.06.2019 and the date of 13.06.2019 as ex-date, in compliance with Law No. 24/2017.

☐ **PRO**                      or                      ☐ **AGAINST**                      or                      ☐ **ABSTENTION**

**NAME AND SURNAME .....**

**SIGNATURE .....**

**Date .....**